

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:
The Rockport Company, LLC, *et al.*,¹
Debtors.

Chapter 11
Case No. 23-10774 (BLS)
(Jointly Administered)
**Re: Docket Nos. 17, 63, 90, 135, 259, 261, 275,
293, & 299**

NOTICE OF CLOSING OF SALE

PLEASE TAKE NOTICE that, on June 15, 2023, The Rockport Company, LLC and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above captioned chapter 11 cases, filed the *Debtors’ Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors Assets, (B) Authorizing Procedures to Designate Stalking Horse Bidder(s), (C) Scheduling an Auction for and Hearing to Approve the Sale, (D) Approving Form and Manner of Notice of Auction, Sale and Sale Hearing, (E) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (F) Approving Form and Manner of Notice Thereof, and (G) Granting Related Relief; and (II) an Order Authorizing and Approving (A) the Sale of Substantially All of the Debtors Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 17]* and on June 23, 2023 *the Supplement to the Debtors’ Motion for Entry of (I) an Order (A) Approving Bidding Procedures in Connection with the Sale of Substantially All of the Debtors’ Assets, (B) Authorizing Procedures to Designate Stalking Horse Bidder(s), (C) Scheduling an Auction for, and Hearing to, Approve the Sale, (D) Approving Form and Manner of Notice of Auction, Sale, and Sale Hearing, (E) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (F) Approving Form and Manner of Notice Thereof, and (G) Granting Related Relief; and (II) an Order Authorizing and Approving (A) the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief [Docket No. 17] Seeking (I) Approval of (A) the Debtors’ Designation of the Stalking Horse Bidder for the Debtors’ Assets as Set Forth in the Stalking Horse APA, (B) the Debtors’ Entry into the Stalking Horse APA, and (C) the Bid Protections, (II) Requesting Appointment of Consumer Privacy Ombudsman, and (III) Granting Related Relief [Docket No. 90]* (together, the “Sale Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Court”).

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer identification number, are: The Rockport Company, LLC (5670); CB Marathon Midco, LLC (6498); Rockport IP Holdings, LLC (6809); CB Footwear Services, LLC (6826); and Rockport UK Holdings Ltd. (3108). The Debtors’ mailing address is: 1220 Washington Street, West Newton, MA 02465.

PLEASE TAKE FURTHER NOTICE that, on June 21, 2023, the Debtors filed the *Notice of Filing of (I) Stalking Horse APA, and (II) Summary of Material Terms Pursuant to Local Rule 6004-1* [Docket No. 63], which attached a copy of the asset purchase agreement (the “Asset Purchase Agreement”).

PLEASE TAKE FURTHER NOTICE that, on July 5, 2023, the Court entered the *Order (A) Authorizing the Debtors’ Entry into the Stalking Horse Agreement, (B) Approving Bidding Procedures in Connection with the Sale of Substantially all of the Debtors’ Assets, Including the Debtors’ Designation of the Stalking Horse Bidder and the Bid Protections, (C) Approving the Procedures to Designate Stalking Horse Bidder(s), (D) Scheduling Auction for, and Hearing to, Approve the Sale, (E) Approving Form and Manner of Notice of Auction, Sale, and Sale Hearing, (F) Approving Procedures for the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (G) Approving Form and Manner of Notice Thereof, (H) Approving Request for Appointment of a Consumer Privacy Ombudsman, and (I) Granting Related Relief* [Docket No. 135] (the “Bidding Procedures Order”).

PLEASE TAKE FURTHER NOTICE that, on July 25, 2023, the Debtors filed the *Notice of Filing Amendment to Asset Purchase Agreement* [Docket No. 261], which attached Amendment No. 1 to Asset Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that, on July 27, 2023, the Court entered the *Order Authorizing and Approving (A) the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [Docket No. 275] (the “Sale Order”).

PLEASE TAKE FURTHER NOTICE that, on August 7, 2023, the Court entered the *Amended Order Authorizing and Approving (A) the Sale of Substantially All of the Debtors’ Assets Free and Clear of Liens, Claims, Rights, Encumbrances and Other Interests, (B) the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (C) Granting Related Relief* [Docket No. 293] (the “Amended Sale Order”).

PLEASE TAKE FURTHER NOTICE that, on August 8, 2023, the Debtors filed the *Notice of Filing Amendment to Asset Purchase Agreement* [Docket No. 299], which attached Amendment No. 2 to Asset Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that the Sale closed on August 7, 2023 (the “Closing Date”).

[Signature Page To Follow]

Dated: August 9, 2023
Wilmington, Delaware

Respectfully submitted,

/s/ Gregory J. Flasser

M. Blake Cleary (No. 3614)

L. Katherine Good (No. 5101)

Gregory J. Flasser (No. 6154)

Katelin A. Morales (No. 6683)

POTTER ANDERSON & CORROON LLP

1313 North Market Street, 6th Floor

Wilmington, Delaware 19801

Telephone: (302) 984-6000

Facsimile: (302) 658-1192

Email: bcleary@potteranderson.com

kgood@potteranderson.com

gflasser@potteranderson.com

kmorales@potteranderson.com

Counsel to the Debtors and Debtors in Possession